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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:

FRAC SPECIALISTS, LLC,
CEMENT SPECIALISTS, LLC,
ACID SPECIALISTS, LLC,

DEBTORS.

)
) CHAPTER 11 CASES
)
)
) CASE NO. 15-41974-dml-11
) CASE NO. 15-41975-dml-11
) CASE NO. 15-41976-dml-11
)
)
) **Jointly Administered Under**
) **Case No. 15-41974-dml-11**
)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER EXTENDING THE
DEADLINE FOR THE DEBTORS TO FILE SCHEDULES AND STATEMENTS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Frac Specialists, LLC ("Frac Specialists"), Cement Specialists, LLC ("Cement Specialists") and Acid Specialists, LLC ("Acid Specialists" and with Frac Specialists and Cement Specialists, the "Debtors" or the "Companies"), as debtors in possession, file this motion (the "Motion") seeking entry of an order pursuant to Bankruptcy Rule 1007(c) and Local Bankruptcy Rule 1007-1(b) extending the deadline for filing or providing schedules, statements and other documents required by, *inter alia*, section 521 of the Bankruptcy Code, Bankruptcy Rule 1007 and Local Bankruptcy Rule 1007.1 (the "Schedules and Statements"). In support thereof, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. §157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On May 17, 2015 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

3. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or committee has been appointed in these cases.

ABOUT THE COMPANIES

4. The Companies operate as leading oilfield service providers serving the exploration and production industry within the Permian Basin. The Companies' management team is made up of well-seasoned oil and gas veterans who have capitalized on an opportunity to bundle an array of mission-critical services to better serve their customers. The Companies have successfully built a diversified platform that provides the highest quality of services at competitive pricing. Since 2011, the Companies have grown from \$17.1mm and \$6.6mm in revenue and EBITDA, respectively, to \$196.7 million and \$36.8 million in revenue and EBITDA, respectively, in 2014. The dramatic decrease in U.S. oilfield service intensity starting in December 2014 caused profit margins and net cash flow to drop dramatically in the 1st quarter of 2015. The Companies are aggressively cutting operating expenses, becoming more efficient during the downturn, and believe their profitability will return as these internal changes are implemented and the overall oil industry activity increases.

5. Acid Specialists was founded in 2008 and provides acid and related chemical pressure pumping services to enhance and maintain production, typically in older, existing oil and gas wells. Acid Specialists currently has nine pumps, sixteen acid transports and a highly

loyal and skilled team of operators. Acid Specialists owns the original 11.59 acre yard and office/shop facilities in Midland, Texas. The facility includes substantial office and shop space along with a 46,000 gallon HCL acid dock. This yard and shop are the base of operations for the combined approximately 200 employees of all three Debtor entities.

6. Cement Specialists was founded in late 2010 and provides a complete range of cementing services including remedial work, squeeze jobs, production, intermediate and surface casing, liners and plug and abandonment services. Cement Specialists currently has four single pump cementers and three double pump cementers, along with ten bulk trailers, two field bins and other support equipment. In April 2013, Cement Specialists completed the construction of its state of the art cement plant that is located towards the rear of Acid Specialist's yard.

7. Frac Specialists was founded in late 2011 and provides energized fluid fracs, slick water fracs, cross-linked fracs and gelled water fracs. Frac Specialists expanded steadily throughout 2012, 2013, and 2014 and is capable of pumping any frac design currently used in the Permian Basin. Its equipment is almost all late model (most of it purchased within the last two years), and can be divided into either two complete horizontal zipper frac crews (21 pumps each), or as many as four vertical frac crews (10 pumps each). Frac Specialists owns a 28 acre yard across the street from Acid Specialist's yard that has 4,000,000 tons of sand storage, along with 130,000 gallons of HCL acid storage, and a second facility in Snyder, Texas that consists of 22 acres in an industrial area that has rail access. Frac Specialists also leases a 30,000,000 pounds sand storage facility with full rail unloading capabilities in Kress, Texas.

8. The Companies currently operate exclusively in the Permian Basin, which is considered one of the most prolific oil plays in the United States and has become increasingly more attractive for large oil and gas drillers. As of April 2015, the Permian Basin is the largest oil producing basin and the fourth largest gas producing basin in the United States at 1,981 Mbbls/day and 6,437 MMcf/day, respectively. This represents a 71% increase and 47% increase in oil and gas production, respectively, from April 2012 levels. Furthermore, the

Permian Basin is reported to contain an estimated 30 Bbbl of remaining recoverable oil. Along with the Eagle Ford Shale, the Permian Basin is expected to be the continued recipient of a large amount of upstream and midstream investment dollars when commodity prices rebound.

9. The Companies have evolved into leading service platforms in the Permian Basin, providing reliable high quality equipment and services at competitive prices. Before the fall in commodity prices, the Companies were experiencing accelerated growth with strong financial performance. Due to heavy investments in capital assets and a subsequent decline in drilling operations in the Permian Basin, the Companies are now seeking the benefit of a Chapter 11 reorganization to create efficiencies, reorganize their debt and capital leases, and leverage their existing relationships and infrastructure to grow revenue and profits as the market improves.

10. The Debtors are affiliated entities with common ownership. Noble Natural Resources, LLC, Javier Urias and Alex Hinojos collectively own 100% of the membership interests in Acid Specialists and Cement Specialists and 55% of the membership interests in Frac Specialists. The other 45% membership interest in Frac Specialists is held by Acid Specialists.

11. In their Chapter 11 cases, the Debtors intend to implement a business strategy that will ensure the Debtors' financial stability. The Debtors are evaluating their businesses and will prepare a proposed plan of reorganization to restructure the Debtors' prepetition obligations and to provide equitable treatment for their secured and unsecured creditors. The Debtors will seek confirmation of their plan at the earliest practicable date.

RELIEF REQUESTED

12. By this Motion, the Debtors seek entry of an order providing an extension of the deadline for the Debtors to complete and file their Schedules and Statements as required by

section 521 of the Bankruptcy Code, Bankruptcy Rule 1007 and Local Bankruptcy Rule 1007-1.¹ The current deadline to file Schedules and Statements is June 1, 2015. The section 341 meeting of creditors is scheduled for June 26, 2015.

13. The Debtors request that the deadline for filing the Schedules and Statements be extended through and including June 19, 2015. Filing of the Schedules and Statements by such date will allow sufficient time for parties in interest to review those documents in advance of the section 341 meeting of creditors on June 26, 2015.

14. Bankruptcy Rule 1007(c) provides for the extension, for cause, of the deadline for filing the Schedules and Statements. The Debtors submit that ample cause exists to grant the extension due to the volume of material that must be compiled and reviewed by the Debtors' staff. Completing the Schedules and Statements for the Debtors will require the collection, review and assembly of a substantial amount of information relating to various transactions and creditors. The Debtors believe that additional time beyond the current June 1, 2015 deadline will be required for completion of this task. Given the significant burdens already imposed on the Debtors' management by the commencement of this chapter 11 case, the Debtors request additional time to complete and file the required Schedules and Statements.

COMPLIANCE WITH LOCAL BANKRUPTCY RULE 1007-1

15. Pursuant to Local Bankruptcy Rule 1007-1, the undersigned represents that the United States Trustee has consented to the relief requested in the Motion.

LIMITED NOTICE

16. Notice of this Motion has been provided to the office of the United States Trustee for the Northern District of Texas, counsel for Capital One, the holders of the twenty (20) largest unsecured claims against the Debtors, and parties filing a notice of appearance, as set forth in the Certificate of Service filed herewith. Under the Bankruptcy Code, the Bankruptcy Rules, and

¹ The Debtors have already filed their creditors' matrixes and the lists of 20 largest unsecured creditors. Thus, this Motion does not seek an extension of the deadline as it relates to such schedules.

the Local Bankruptcy Rules, the Debtors submit that no other further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order
(a) extending the deadline by which the Debtors must file their Schedules and Statements
through and including June 19, 2015, and (b) granting to the Debtors such other relief as is just
and proper.

Dated: May 22, 2015.

Respectfully submitted,

/s/ Lynda L. Lankford
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PROPOSED COUNSEL FOR THE DEBTORS

CERTIFICATE OF CONFERENCE

On May 21, 2015, I conferred with Erin Schmidt, trial attorney in the Office of the United States Trustee, and certify that the relief requested in the Motion is not opposed by the United States Trustee.

/s/ Lynda L. Lankford
Lynda L. Lankford

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served upon the office of the United States Trustee for the Northern District of Texas, the counsel for Capital One, the holders of the twenty (20) largest unsecured claims against the Debtors, and parties filing a notice of appearance, via United States Mail, first class postage prepaid, and ECF electronic Notice, if available, on May 22, 2015.

/s/ Lynda L. Lankford
Lynda L. Lankford

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Service List
Frac Specialists, et al.
#5756

Frac Specialists, LLC
Attn: Larry P. Noble
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Midland, TX 75028

Cement Specialists, LLC
Attn: Larry P. Noble
PO Box 11342
Midland, TX 75028

Acid Specialists, LLC
Attn: Larry P. Noble
PO Box 11342
Midland, TX 75028

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101

U.S. Trustee
1100 Commerce St., Room 976
Dallas, TX 75242

Capital One, N.A.
Attn: Seth P. Allen
600 North Pearl, Suite 2500
Dallas, TX 75201

Capital One, N.A.
c/o Jason DuVall
Squire Patton Boggs (US) LLP
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Dallas, TX 75201

Bank of the West, Trinity Div.
475 Sansome St., 19th Floor
San Francisco, CA 94111

Corporation Service Company,
as Representative
PO Box 2576
Springfield, IL 62708

EH National Bank
3100 Bristol St., Suite 150
Costa Mesa, CA 92626

First National Capital, LLC
1029 Highway 6 North, Suite 650-283
Houston, TX 77079

MB Financial Bank, N.A.
6111 North River Rd.
Rosemont, IL 60018

Noble Natural Resources, LLC
2033 Taylor Court
Flower Mound, TX 75028

Prime Alliance Bank
1868 S. 500 W.
Woods Cross, UT 84087

Signature Business Leasing LLC
225 Broadhollow Rd., Suite 132W
Melville, NY 11747

Summit Funding Group, Inc.
4680 Parkway Dr., Suite 300
Mason, OH 45040

Susquehanna Commercial Finance, Inc.
2 Country View Road, Suite 300
Malvern, PA 19355

Wells Fargo Equipment Finance, Inc.
733 Marquette Ave., Suite 700
Minneapolis, MN 55402

Karen Hood Tax Assessor Collector
Midland County Tax Office
PO Box 712
Midland TX 79702

Midland Central Appraisal District
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PO Box 908002
Midland, TX 79708-0002

Texas Comptroller of Public Accounts
PO Box 149348
Austin, TX 78714

TWENTY LARGEST UNSECURED CREDITORS

ASK Industries, Inc.
Community National Bank
PO Box 1191
Midland, TX 79702

Catalyst Oilfield Services
PO Box 8485
Midland, TX 79708

Chemplex Advanced Materials, LLC
PO Box 203576
Dallas, TX 75320-3576

Diamond Fleet Parts
1925 W. 2nd
Odessa, TX 79763

Dragon Products, Ltd.
PO Box 3127
Beaumont, TX 77704-3127

Economy Polymers & Chemicals
PO Box 301668
Dallas, TX 75303-1668

Energy & Environmental Services
PO Box 14726
Oklahoma City, OK 73113

Forum Flow Equipment
Forum US, Inc.
PO Box 203440
Dallas, TX 75320-3440

IV Kings
PO Box 216
Andrews, TX 79714

Kendrick Oil Co.
PO Box 788
Friona, TX 79053

L & W Diesel Service
PO Box 4635
Odessa, TX 79760

L&O Xtreme Hauling, LLC
PO Box 1191
Midland, TX 79702

Pel-State Services
PO Box 95386
Grapevine, TX 76099-9734

Precision Hydraulic Technology, Inc.
PO Box 2232
Odessa, TX 79760

Soil Mender Products, LP
3071 Highway 86
Tulia, TX 79088

Sun Coast Resources, Inc.
PO Box 202603
Dallas, TX 75320

Texas Department of Transportation
135 Slaton Road
Lubbock, TX 79404

TSI Flow Products
TSI-Accounting
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Houston, TX 77238

WadeCo Specialties, LLC
PO Box 60634
Midland, TX 79711

Warren Cat
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Charlotte, NC 28290-5229

Allen Compressor Repair
PO Box 1530
Snyder, TX 79550

Bettico, Inc.
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Fort Worth, TX 76116

Buzzi Unicem USA - Cement
15293 Collections Center Dr.
Chicago, IL 60693

Cemex
PO Box 730197
Dallas, TX 75373-0197

Double T Oilfield Service LLC
2606 Douglas
San Angelo, TX 76904

FleetPride, Inc.
PO Box 874118
Dallas, TX 75284-7118

G & A Fabrication
6200 E. Highway 80
Midland, TX 79706

Grand Services
PO Box 1946
Midland, TX 79702

GulfStream Services, Inc.
Dept. 3254
PO Box 123254
Dallas, TX 75312-3254

Keystone Oilfield Fabrication, LLC
1870 FM 407
Rhome, TX 76078

LaFarge North America Inc.
Dept. 2393
PO Box 122393
Dallas, TX 75312-2393

Lone Star Safety & Supply, Inc.
PO Box 29131
Dallas, TX 75229-0131

Mass Flow Technology, Inc.
3523 N. Highway 146
Baytown, TX 77520

Mudsmith
PO Box 50723
Midland, TX 79710

Oilfield Equipment Sales
5320 FM 902
Gainesville, TX 76240

T & T Transports Inc.
PO Box 872
Colorado City, TX 79512

Teletrac, Inc.
32472 Collection Center Dr.
Chicago, IL 60693-0324

TOC Trucking, LLC
3900 S. CR 1195
Midland, TX 79706

B-Line Filter & Supply Inc.
PO Box 4598
Odessa, TX 79760

CNR Chemical Division, Inc.
Energy Services Group, Inc.
Dept. 2494
Tulsa, OK 74182

Cooper Natural Resources
Energy Services Group, Inc.
Dept. 2494
Tulsa, OK 74182

Custom Chemical Services, LLC
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Santa Fe, TX 77510

Energy Products, Inc.
PO Box 9471
Tulsa, OK 74157

FC Pro, LLC
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Dallas, TX 75267-7496

FSTI, Inc.
PO Box 716
San Antonio, TX 78293

GDL Industrial Electronic
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Midland, TX 79708

Interstate Batteries
PO Box 60264
Midland, TX 79711

Reagent Chemical & Research, Inc.
PO Box 416228
Boston, MA 02241-6228

Rock Water Energy Solutions
Reef Services, LLC
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Dallas, TX 75320

Salt and Light Energy Equipment LLC
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Dallas, TX 75201

Salt & Light Energy Equipment LLC
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Israel R. Silvas/Elisaveta Dolghih
Renaissance Tower
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Dallas, TX 75270-2041

Thomas Petroleum
Fuels, Lubricants, Chemicals
PO Box 677289
Dallas, TX 75267-7289

Titan Lansing Transloading, LLC
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Levelland, TX 79336

Trinity Reserve, Inc.
PO Box 115
Argyle, TX 76226-9998

TRIinternational, Inc.
600 Stewart St., Suite 1801
Seattle, WA 98101

Valley Solvents & Chemicals
PO Box 18
Combes, TX 78535

NOTICE OF APPEARANCE AND REQUEST FOR NOTICE PARTIES

Capital One, N.A.
c/o Courtney S. Lauer
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Capital One, N.A.
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CIT Finance, LLC
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